

RECORDATION NO. 27281 FILED

DEC 18 '07 -10 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 18, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 17, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street, 7<sup>th</sup> Floor  
Chicago, IL 60601

[Lessee: Afton Chemical Corporation  
500 Spring Street  
Richmond, VA 23219]

Mr. Vernon A. Williams  
December 18, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

18 railcars within the series NATX 50636 - NATX 50726 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27281 FILED

DEC 18 '07 -10 30 AM

**MEMORANDUM OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease Agreement dated as of December 17, 2007 is made by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

**W I T N E S S E T H:**

The Lessor, as successor in interest to General Electric Railcar Leasing Services Corporation, and Afton Chemical Corporation, as successor in interest to Ethyl Petroleum Additives, Inc. (the "Lessee") are parties to that certain Rider No. 11 dated June 26, 1992, as (a) renewed by Renewal No. 01, Car Set 01 to Rider No. 011 dated March 21, 1994 between Lessee, as successor in interest to Ethyl Corporation, and Lessor, (b) renewed by Renewal No. 02, Car Set 01 to Rider No. 011 dated August 1, 1997 between Lessee, as successor in interest to Ethyl Petroleum Additives, Inc., and Lessor, (c) renewed by Rider No. 11, Renewal No. 3 executed by Lessee, as successor in interest to Ethyl Petroleum Additives, Inc., on August 8, 2000 and by Lessor on August 15, 2000 and (d) renewed by Rider No. 11 Renewal No. 4 dated March 14, 2007 between Lessor and Lessee (the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement 1560-03 dated as of January 1, 1985 between Lessee, as successor in interest to Ethyl Petroleum Additives, Inc., and Lessor, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed in Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION**

By: 

Name: Mark Stefani

Title: Vice President

[Memorandum of Lease Agreement]

STATE OF ILLINOIS                    )  
                                              ) SS:  
COUNTY OF COOK                    )

On this, the 17th day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



A large, stylized handwritten signature in black ink, which appears to read "Jeanne A. Nelson". The signature is written over a horizontal line.

Name: Jeanne A. Nelson, Notary Public  
My Commission Expires: 02-20-2010  
Residing in Cook County

[Memorandum of Lease Agreement]

**EXHIBIT A  
CAR LIST**

<b>Unit</b>	<b>AAR</b>	
<b><u>Count</u></b>	<b><u>Reporting Marks</u></b>	
1	NATX	50636
2	NATX	50639
3	NATX	50640
4	NATX	50704
5	NATX	50705
6	NATX	50707
7	NATX	50711
8	NATX	50712
9	NATX	50713
10	NATX	50716
11	NATX	50717
12	NATX	50718
13	NATX	50719
14	NATX	50720
15	NATX	50721
16	NATX	50722
17	NATX	50725
18	NATX	50726

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/18/07



\_\_\_\_\_  
Robert W. Alvord